

EXHIBIT A
[Proposed] Order

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric
Company
☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO
11 U.S.C. § 365(a), FED. R. BANKR. P. 6006, AND
B.L.R. 6006-1 APPROVING UTILITY'S
ASSUMPTION OF MUTUAL ASSISTANCE
AGREEMENTS**

1 Upon the Motion, dated [●], 2019 (the “**Motion**”),¹ of PG&E Corporation and Pacific Gas and
2 Electric Company, as debtors and debtors in possession (together, “**PG&E**” or the “**Debtors**”) in the
3 above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to section 365(a) of title 11 of the
4 United States Code (the “**Bankruptcy Code**”), Rule 6006 of the Federal Rules of Bankruptcy Procedure
5 (the “**Bankruptcy Rules**”), and Rule 6006-1 of the Bankruptcy Local Rules for the United States District
6 Court for the Northern District of California (the “**Bankruptcy Local Rules**”), for an order approving
7 the Utility’s assumption of the Mutual Assistance Agreements with the Assisting Parties identified in
8 **Exhibit B** to the Motion, all as more fully set forth in the Motion; and this Court having jurisdiction to
9 consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order*
10 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and
11 Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested relief being a core
12 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28
13 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as
14 provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further
15 notice need be provided; and this Court having reviewed the Motion, the Wells Declaration (as amended
16 on February 2, 2019 [Docket No. 263]), and the Coleman Declaration; and this Court having held a
17 hearing on the Motion; and this Court having determined that the legal and factual bases set forth in the
18 Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the
19 Motion is in the best interests of the Utility, its estate, creditors, shareholders, and all parties in interest;
20 and upon all of the proceedings had before this Court and after due deliberation and sufficient cause
21 appearing therefor,

22 **IT IS HEREBY ORDERED THAT:**

- 23 1. The Motion is granted as provided herein.
- 24 2. Pursuant to section 365 of the Bankruptcy Code, the Utility’s assumption of the Mutual
25 Assistance Agreements, as identified in the Motion, is hereby approved.
- 26
- 27

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 3. The Utility is authorized to promptly cure existing defaults under the Mutual Assistance
2 Agreements as required by section 365(b)(1)(A) in the amounts identified in **Exhibit B** to the Motion
3 (subject to any amounts that remain subject to ongoing review or reconciliation by the Utility as
4 identified in **Exhibit B** to the Motion).

5 4. The Utility is authorized to execute, deliver, implement, and fully perform any and all
6 obligations, instruments, and documents, and to take any and all actions reasonably necessary or
7 appropriate to perform all obligations contemplated under the Mutual Assistance Agreements.

8 5. The Utility is authorized to file the Motion as an omnibus motion pursuant to Bankruptcy
9 Rule 6006(e).

10 6. The Utility is authorized to take all steps necessary or appropriate to carry out this Order.

11 7. This Court shall retain jurisdiction to hear and determine all matters arising from or
12 related to the implementation, interpretation, or enforcement of this Order.

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14 ** END OF ORDER **
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